

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

GUY M. VINES,)	Case No. 12-CV-00028
)	
Plaintiff,)	Gary L. Lancaster
)	Chief Judge
v.)	
)	
COVELLI ENTERPRISES)	
T/D/B/A, PANERA BREAD,)	
)	
Defendant.)	

ORDER AND FINAL JUDGMENT

AND NOW, this 14th day of Dec, 2012, following the fairness hearing held on December 14, 2012, and upon consideration of the parties' Joint Motion for Final Approval of Class Action Settlement ("Motion"), and all other papers and proceedings herein, the Court hereby finds and it is HEREBY ORDERED that:

1. The Motion is GRANTED. The Class Action Settlement described in the Motion and set forth in the Settlement Agreement ("Settlement") is FINALLY APPROVED as fair, reasonable, adequate, and in the best interests of the Settlement Class.

2. For purposes of the Settlement only, the following class ("Settlement Class") is unconditionally certified pursuant to Federal Rule of Civil Procedure 23(b)(3):

All current or former African-American persons who have worked as non-management employees of Defendant during the period from January 11, 2008 to January 11, 2012, worked for Covelli at least 12 months, who sought or desired to be promoted to a management position and who were denied promotion.

3. The Court finds that notice to the Settlement Class was provided in accordance with the parties' Settlement Agreement and the Court's Class Action Settlement Preliminary Approval Order ("Preliminary Approval Order") dated September 24, 2012. Such notice constituted the best notice practicable under the circumstances, including individual notice to all class members who could be

identified through reasonable effort, and fully satisfied the requirements of Federal Rule of Civil Procedure 23 and due process. No (Zero) individuals opted out of the Settlement pursuant to paragraph 7 of the Preliminary Approval Order. No (Zero) individuals filed objections, which were considered by the Court, pursuant to paragraph 9 of the Preliminary Approval Order. No (zero) members of the Settlement Class appeared at the fairness hearing pursuant to paragraph 9 of the Preliminary Approval Order.

4. Defendant satisfied the requirements of 28 U.S.C. § 1715. On October 8, 2012, Defendant provided proper and timely notice of the proposed settlement to the United States Attorney General and the appropriate state official in every state in which a member of the Settlement Class resides. No objections were received by government officials.

5. The parties are directed to implement the Settlement Agreement. Payments will be calculated and made to counsel and members of the Settlement Class without withholding and in accordance with the terms of the Settlement Agreement. All members of the Class who do not timely exclude themselves in accordance with the Settlement Agreement and Preliminary Approval Order are bound by the terms of the Settlement, including without limitation the release contained in the Settlement Agreement. Members of the Settlement Class who filed a claims form are bound by the general release included in the claims form.

6. This action is dismissed with prejudice and without costs or attorneys' fees other than those expressly provided in the Settlement Agreement.

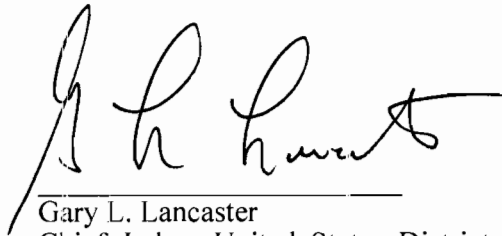
7. Pursuant to Paragraph 21 the Settlement Agreement, Defendant is Hereby ORDERED to not discriminate on the basis of race in its promotion decisions.

8. This Court shall retain jurisdiction to determine all matters relating in any way to this Order and Final Judgment or the Settlement Agreement, including without limitation the

administration, implementation, interpretation, and enforcement of this Order and Final Judgment or the Settlement Agreement, and resolution of disputes regarding Claims Forms.

9. In the event the Settlement is terminated in accordance with the Settlement Agreement, and upon notification to the Court of such termination, this Order will no longer have effect.

BY THE COURT:

A handwritten signature in black ink, appearing to read "G L Lancaster", written over a horizontal line.

Gary L. Lancaster
Chief Judge, United States District Court for the
Western District of Pennsylvania